



The David J. Joseph Company



July 26, 2004

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0006

RECORDATION NO. 22041-A FILED

JUL 27 '04 1-36 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of July 13, 2004 between the following parties:

Lessee:	Kansas City Southern 427 West 12 <sup>th</sup> Street Kansas City, MO 64105
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see exhibit A for the equipment, thirty-five (35) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Amendment No. 2 to Railroad Equipment Lease dated as of July 13, 2004 related to thirty-five (35) railcars bearing reporting marks KCS 899001-899047, sporadic.

Please file this as a secondary document under the Recordation Number 22041-A, as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 22041

The filing fee for this document in the amount of \$30.00, is included on Check No. 559658. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard  
Documentation Coordinator

Enclosures

RECORDATION NO.

22041-A  
FILED

MEMORANDUM OF  
AMENDMENT NO. 2  
TO  
RAILROAD EQUIPMENT LEASE

JUL 27 '04 1-36 PM  
SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 2 TO RAILROAD EQUIPMENT LEASE** ("Memorandum of Amendment No. 2") entered into this 13<sup>th</sup> day of July, 2004, is intended to evidence Amendment No. 2 to Railroad Equipment Lease dated as of July 13, 2004 (the "Amendment No. 2"), between **THE DAVID J. JOSEPH COMPANY (f/k/a Joseph Transportation Services, Inc. and DJJ Transportation Services, Inc.)**, a Delaware corporation ("Lessor"), and **THE KANSAS CITY SOUTHERN RAILWAY COMPANY**, a Missouri corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the thirty-five (35) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

**WHEREAS**, a Memorandum of Railroad Equipment Lease Agreement dated January 28, 1999, evidencing the Lease between Lessor and Lessee was filed with the Surface Transportation Board ("STB") on February 23, 1999, and stamped with Recordation No. 22041.

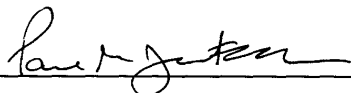
**WHEREAS**, Amendment No. 1 to Railroad Equipment Lease dated January 30, 2001, between Lessor and Lessee was not recorded with the STB.

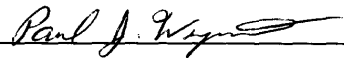
**WHEREAS**, this Memorandum of Amendment No. 2 should receive STB Recordation No. 22041-A.

**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 2 on the date indicated below its signature.

**THE DAVID J. JOSEPH COMPANY**

**THE KANSAS CITY SOUTHERN  
RAILWAY COMPANY**

By: 

By: 

Name: Paul G. Jantsch

Name: Paul J. Weyandt

Title: Executive Vice President

Title: Vice President and Treasurer

Date: July 23, 2004

Date: July 13, 2004

## **EXHIBIT A**

To the Memorandum of Amendment No. 2 dated July 13, 2004, between The David J. Joseph Company and The Kansas City Southern Railway Company.

### **DESCRIPTION OF UNITS**

Thirty-five (35), 100-ton, gondola railcars bearing reporting marks as follows:

KCS 899001  
KCS 899002  
KCS 899003  
KCS 899004  
KCS 899006  
KCS 899007  
KCS 899008  
KCS 899009  
KCS 899010  
KCS 899012  
KCS 899013  
KCS 899014  
KCS 899015  
KCS 899016  
KCS 899017  
KCS 899018  
KCS 899019  
KCS 899020  
KCS 899021  
KCS 899022  
KCS 899024  
KCS 899025  
KCS 899030  
KCS 899034  
KCS 899036  
KCS 899037  
KCS 899038  
KCS 899039  
KCS 899040  
KCS 899042  
KCS 899043  
KCS 899044  
KCS 899045  
KCS 899046  
KCS 899047

STATE OF OHIO           )  
                                  )  
COUNTY OF HAMILTON )

SS:

The foregoing instrument was acknowledged before me this 25<sup>rd</sup> day of July, 2004,  
by Paul G. Jantsch, Executive Vice President of The David J. Joseph Company, a  
Delaware corporation, on behalf of the corporation.



LINDA M. BAUGHMAN  
Notary Public, State of Ohio  
My Commission Expires  
July 22, 2007

Linda M. Baughman  
Notary Public

STATE OF MISSOURI       )  
                                  )  
COUNTY OF JACKSON     )

SS:

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of  
July, 2004, by Paul J. Weyandt, the V.P. + Treasurer  
of The Kansas City Southern Railway Company, a Missouri corporation, on behalf of the  
corporation.

Barbara L. Blevins  
Notary Public

My Commission expires

